

UNITED STATES BANKRUPTCY COURT

Southern DISTRICT OF New York

In Re. Genesis Global Holdco, LLC

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§

Case No. 23-10063

Debtor(s)

Lead Case No. 23-10063

☒ Jointly Administered

Monthly Operating Report

Chapter 11

Reporting Period Ended: 01/31/2023

Petition Date: 01/19/2023

Months Pending: 0

Industry Classification:

5	2	3	9
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Reporting Method:

Accrual Basis ☒

Cash Basis ☐

Debtor's Full-Time Employees (current):

0

Debtor's Full-Time Employees (as of date of order for relief):

0

Supporting Documentation (check all that are attached):

(For jointly administered debtors, any required schedules must be provided on a non-consolidated basis for each debtor)

- ☒ Statement of cash receipts and disbursements
- ☒ Balance sheet containing the summary and detail of the assets, liabilities and equity (net worth) or deficit
- ☒ Statement of operations (profit or loss statement)
- ☐ Accounts receivable aging
- ☐ Postpetition liabilities aging
- ☐ Statement of capital assets
- ☐ Schedule of payments to professionals
- ☐ Schedule of payments to insiders
- ☐ All bank statements and bank reconciliations for the reporting period
- ☐ Description of the assets sold or transferred and the terms of the sale or transfer

/s/ Sean A. O'Neal

Signature of Responsible Party

04/07/2023

Date

Sean A. O'Neal

Printed Name of Responsible Party

One Liberty Plaza New York, New York 10006
Address

STATEMENT: This Periodic Report is associated with an open bankruptcy case; therefore, Paperwork Reduction Act exemption 5 C.F.R. § 1320.4(a)(2) applies.

Debtor's Name Genesis Global Holdco, LLC

Case No. 23-10063

Part 1: Cash Receipts and Disbursements	Current Month	Cumulative
a. Cash balance beginning of month	\$100	
b. Total receipts (net of transfers between accounts)	\$0	\$0
c. Total disbursements (net of transfers between accounts)	\$0	\$0
d. Cash balance end of month (a+b-c)	\$100	
e. Disbursements made by third party for the benefit of the estate	\$0	\$0
f. Total disbursements for quarterly fee calculation (c+e)	\$0	\$0

Part 2: Asset and Liability Status (Not generally applicable to Individual Debtors. See Instructions.)	Current Month
a. Accounts receivable (total net of allowance)	\$0
b. Accounts receivable over 90 days outstanding (net of allowance)	\$0
c. Inventory (Book <input checked="" type="radio"/> Market <input type="radio"/> Other <input type="radio"/> (attach explanation))	\$0
d. Total current assets	\$561,235
e. Total assets	\$302,099,707
f. Postpetition payables (excluding taxes)	\$40,000
g. Postpetition payables past due (excluding taxes)	\$0
h. Postpetition taxes payable	\$0
i. Postpetition taxes past due	\$0
j. Total postpetition debt (f+h)	\$40,000
k. Prepetition secured debt	\$0
l. Prepetition priority debt	\$0
m. Prepetition unsecured debt	\$116,652,206
n. Total liabilities (debt) (j+k+l+m)	\$116,692,206
o. Ending equity/net worth (e-n)	\$185,407,502

Part 3: Assets Sold or Transferred	Current Month	Cumulative
a. Total cash sales price for assets sold/transferred outside the ordinary course of business	\$0	\$0
b. Total payments to third parties incident to assets being sold/transferred outside the ordinary course of business	\$0	\$0
c. Net cash proceeds from assets sold/transferred outside the ordinary course of business (a-b)	\$0	\$0

Part 4: Income Statement (Statement of Operations) (Not generally applicable to Individual Debtors. See Instructions.)	Current Month	Cumulative
a. Gross income/sales (net of returns and allowances)	\$354,538	
b. Cost of goods sold (inclusive of depreciation, if applicable)	\$0	
c. Gross profit (a-b)	\$354,538	
d. Selling expenses	\$0	
e. General and administrative expenses	\$0	
f. Other expenses	\$56,897	
g. Depreciation and/or amortization (not included in 4b)	\$0	
h. Interest	\$0	
i. Taxes (local, state, and federal)	\$0	
j. Reorganization items	\$0	
k. Profit (loss)	\$297,641	\$297,641

Debtor's Name Genesis Global Holdco, LLC

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Part 5: Professional Fees and Expenses

			Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative	
a.	Debtor's professional fees & expenses (bankruptcy) <i>Aggregate Total</i>						
	<i>Itemized Breakdown by Firm</i>						
		Firm Name	Role				
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Debtor's Name Genesis Global Holdco, LLC

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b.			Approved Current Month	Approved Cumulative	Paid Current Month	Paid Cumulative
	Debtor's professional fees & expenses (nonbankruptcy) <i>Aggregate Total</i>					
	<i>Itemized Breakdown by Firm</i>					
	Firm Name	Role				
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Debtor's Name Genesis Global Holdco, LLC

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Debtor's Name Genesis Global Holdco, LLC

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Debtor's Name Genesis Global Holdco, LLC

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c.	All professional fees and expenses (debtor & committees)			\$0	\$0	\$0	\$0

Part 6: Postpetition Taxes**Current Month****Cumulative**

a.	Postpetition income taxes accrued (local, state, and federal)	\$0	\$0
b.	Postpetition income taxes paid (local, state, and federal)	\$0	\$0
c.	Postpetition employer payroll taxes accrued	\$0	\$0
d.	Postpetition employer payroll taxes paid	\$0	\$0
e.	Postpetition property taxes paid	\$0	\$0
f.	Postpetition other taxes accrued (local, state, and federal)	\$0	\$0
g.	Postpetition other taxes paid (local, state, and federal)	\$0	\$0

Part 7: Questionnaire - During this reporting period:

- a. Were any payments made on prepetition debt? (if yes, see Instructions) Yes ☐ No ☒
- b. Were any payments made outside the ordinary course of business without court approval? (if yes, see Instructions) Yes ☐ No ☒
- c. Were any payments made to or on behalf of insiders? Yes ☐ No ☒
- d. Are you current on postpetition tax return filings? Yes ☒ No ☐
- e. Are you current on postpetition estimated tax payments? Yes ☒ No ☐
- f. Were all trust fund taxes remitted on a current basis? Yes ☒ No ☐
- g. Was there any postpetition borrowing, other than trade credit? (if yes, see Instructions) Yes ☐ No ☒
- h. Were all payments made to or on behalf of professionals approved by the court? Yes ☐ No ☐ N/A ☒
- i. Do you have:
- Worker's compensation insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- Casualty/property insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- General liability insurance? Yes ☒ No ☐
- If yes, are your premiums current? Yes ☒ No ☐ N/A ☐ (if no, see Instructions)
- j. Has a plan of reorganization been filed with the court? Yes ☒ No ☐
- k. Has a disclosure statement been filed with the court? Yes ☐ No ☒
- l. Are you current with quarterly U.S. Trustee fees as set forth under 28 U.S.C. § 1930? Yes ☒ No ☐

Debtor's Name Genesis Global Holdco, LLC

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Part 8: Individual Chapter 11 Debtors (Only)

- | | | |
|--|-------|-----|
| a. Gross income (receipts) from salary and wages | _____ | \$0 |
| b. Gross income (receipts) from self-employment | _____ | \$0 |
| c. Gross income from all other sources | _____ | \$0 |
| d. Total income in the reporting period (a+b+c) | _____ | \$0 |
| e. Payroll deductions | _____ | \$0 |
| f. Self-employment related expenses | _____ | \$0 |
| g. Living expenses | _____ | \$0 |
| h. All other expenses | _____ | \$0 |
| i. Total expenses in the reporting period (e+f+g+h) | _____ | \$0 |
| j. Difference between total income and total expenses (d-i) | _____ | \$0 |
| k. List the total amount of all postpetition debts that are past due | _____ | \$0 |
- l. Are you required to pay any Domestic Support Obligations as defined by 11 U.S.C § 101(14A)? Yes ☐ No ☒
- m. If yes, have you made all Domestic Support Obligation payments? Yes ☐ No ☐ N/A ☒

Privacy Act Statement

28 U.S.C. § 589b authorizes the collection of this information, and provision of this information is mandatory under 11 U.S.C. §§ 704, 1106, and 1107. The United States Trustee will use this information to calculate statutory fee assessments under 28 U.S.C. § 1930(a)(6). The United States Trustee will also use this information to evaluate a chapter 11 debtor's progress through the bankruptcy system, including the likelihood of a plan of reorganization being confirmed and whether the case is being prosecuted in good faith. This information may be disclosed to a bankruptcy trustee or examiner when the information is needed to perform the trustee's or examiner's duties or to the appropriate federal, state, local, regulatory, tribal, or foreign law enforcement agency when the information indicates a violation or potential violation of law. Other disclosures may be made for routine purposes. For a discussion of the types of routine disclosures that may be made, you may consult the Executive Office for United States Trustee's systems of records notice, UST-001, "Bankruptcy Case Files and Associated Records." See 71 Fed. Reg. 59,818 et seq. (Oct. 11, 2006). A copy of the notice may be obtained at the following link: http://www.justice.gov/ust/eo/rules_regulations/index.htm. Failure to provide this information could result in the dismissal or conversion of your bankruptcy case or other action by the United States Trustee. 11 U.S.C. § 1112(b)(4)(F).

I declare under penalty of perjury that the foregoing Monthly Operating Report and its supporting documentation are true and correct and that I have been authorized to sign this report on behalf of the estate.

/s/ A. Derar Islim

Signature of Responsible Party

Interim CEO & COO

Title

A. Derar Islim

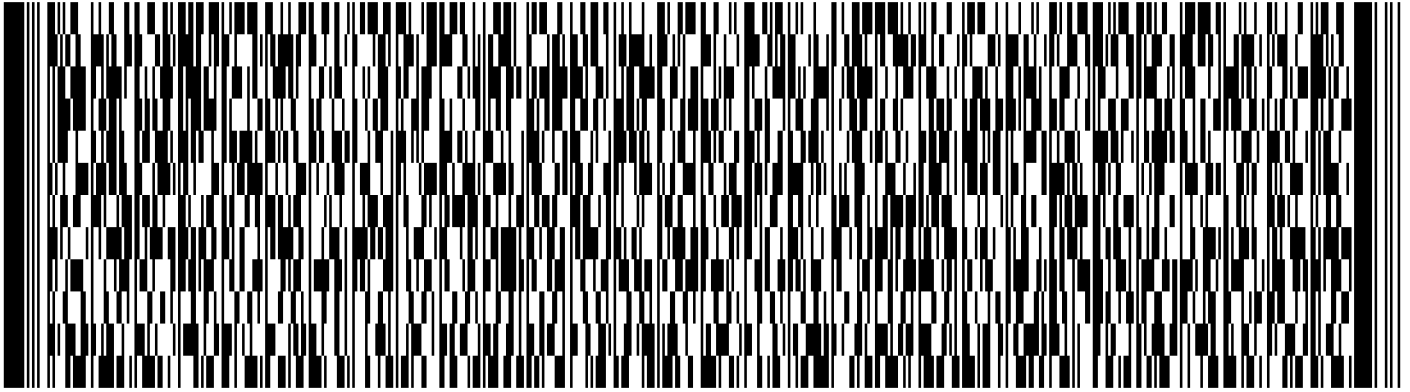
Printed Name of Responsible Party

04/07/2023

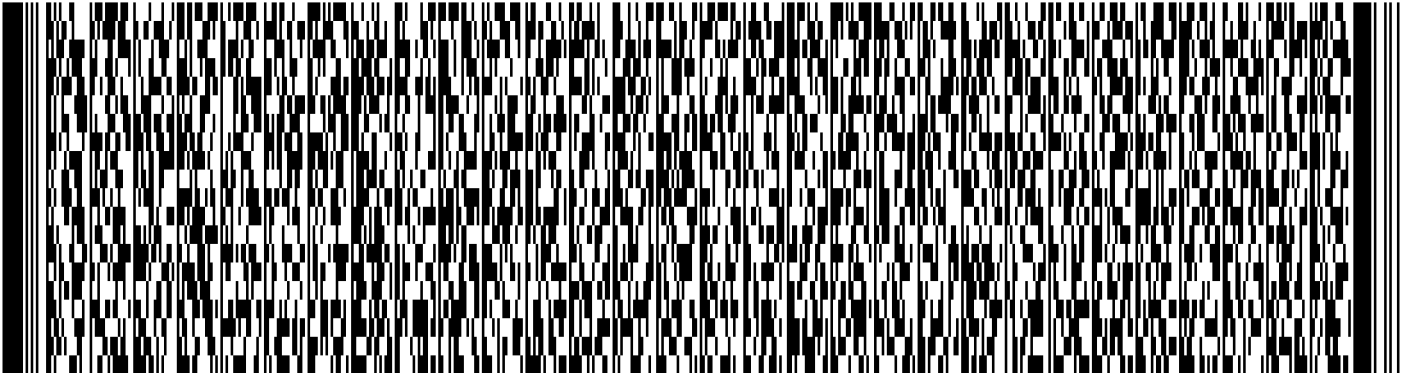
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Debtor's Name Genesis Global Holdco, LLC

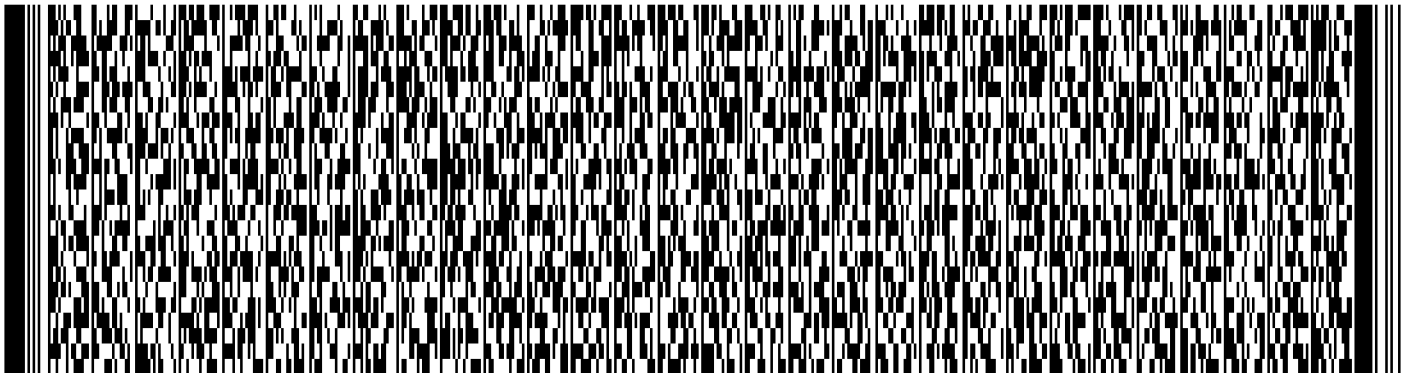
Case No. 23-10063



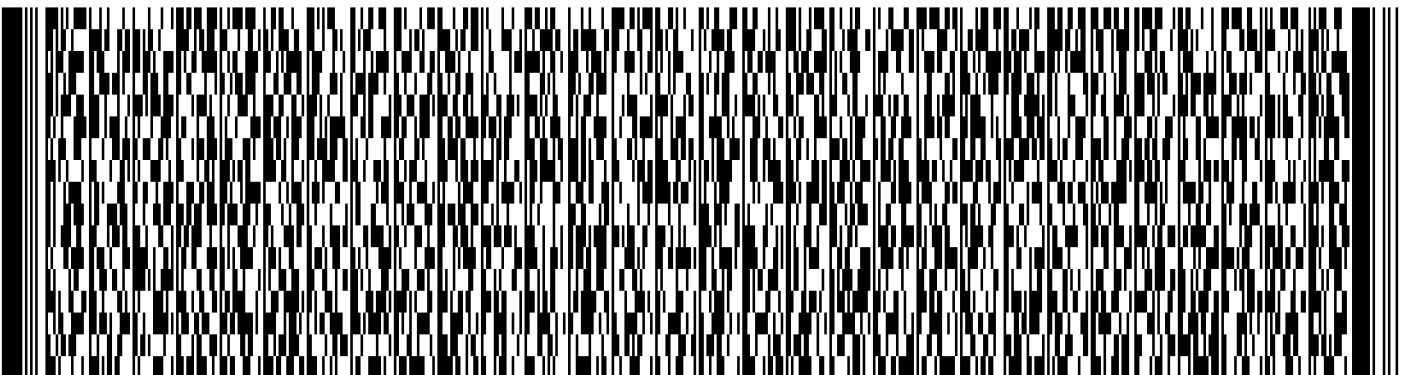
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Debtor's Name Genesis Global Holdco, LLC

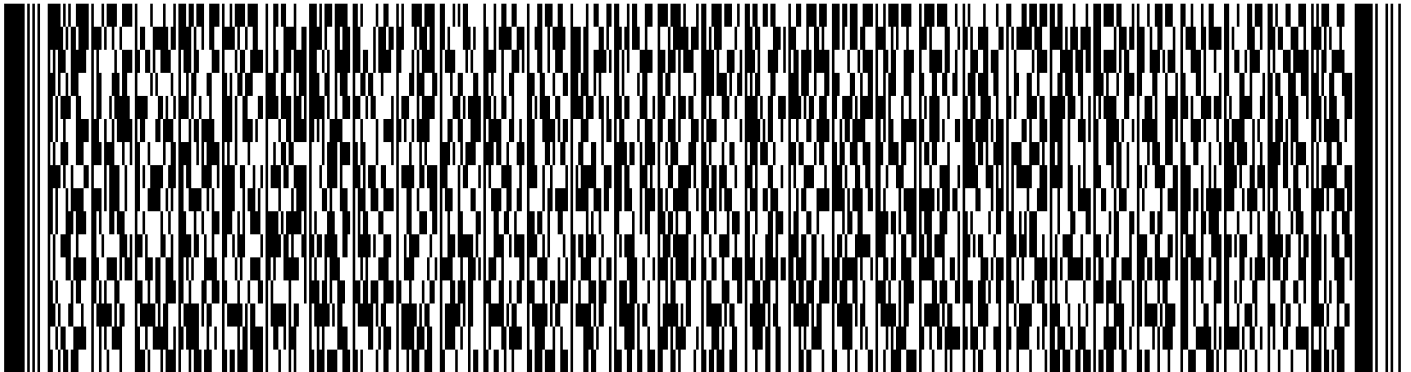
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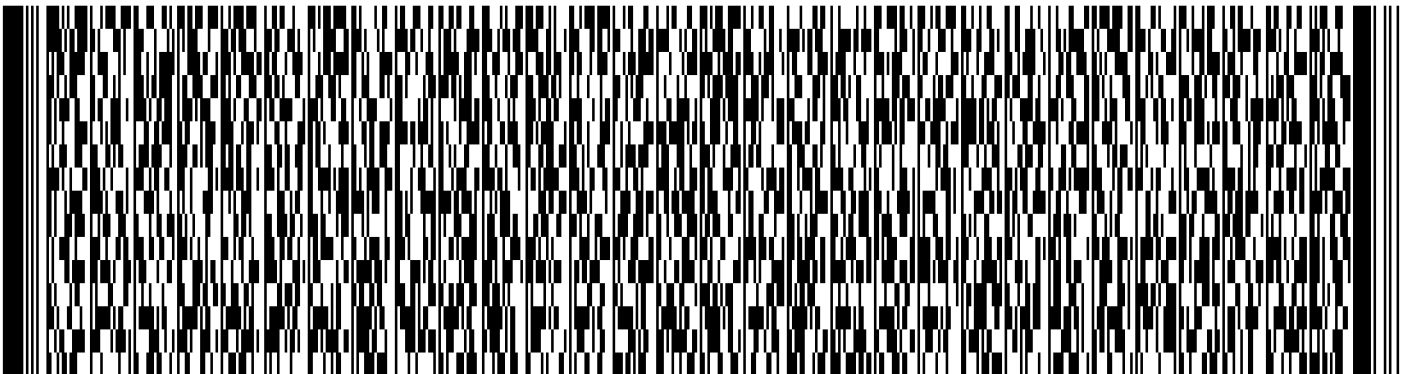
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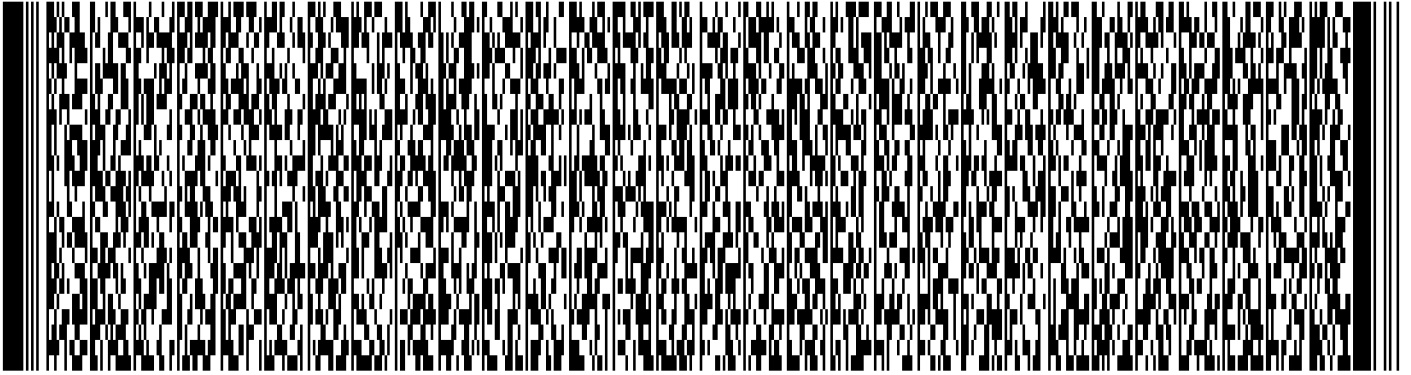
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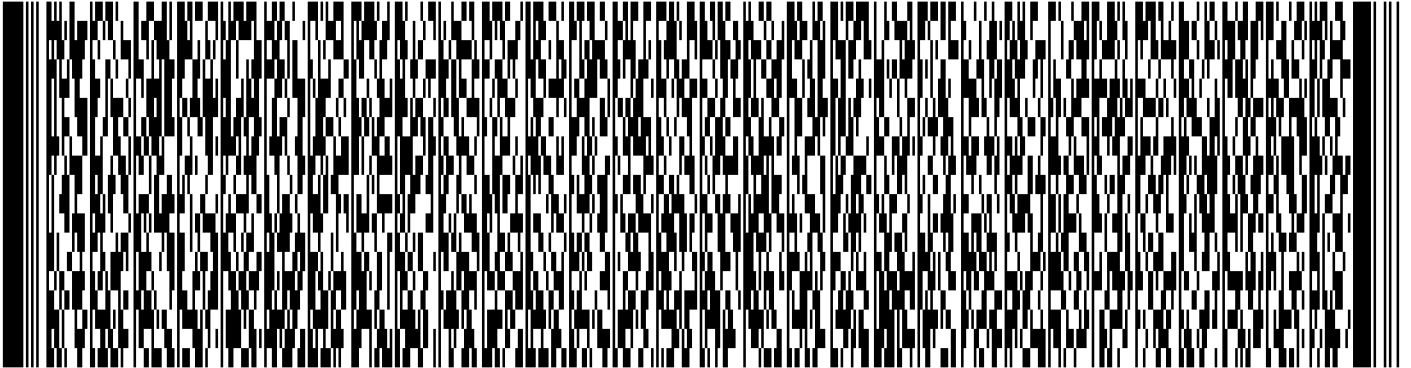
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Debtor's Name Genesis Global Holdco, LLC

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In re: Genesis Global Holdco, LLC et al.
Case No. 23-10063 (Jointly Administered)
January 2023 Monthly Operating Report | Global Notes

Important Disclaimers

The limiting conditions, qualifications, assumptions and disclaimers set forth herein are an integral part of this monthly operating report (this "Report"), must be reviewed in conjunction herewith, and may not be modified or distributed separately.

Limitations of Report

Incorporated by reference are the *Global Notes and Statement of Limitations, Methodology and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs* filed in the Debtors' Chapter 11 Cases [Docket Nos. 142–147] as if set forth herein with respect to the matters discussed herein. In preparing this Report, the Debtors, with the assistance of Alvarez & Marsal North America, LLC, relied on financial data derived from their books and records that was available at the time of such preparation. The information contained in this Report is subject to ongoing revision and discussion. Although the Debtors have made good faith efforts to ensure the accuracy and completeness of such information, subsequent information or discovery may result in material changes to the Report. As a result, inadvertent errors or omissions may exist. For the avoidance of doubt, the Debtors hereby reserve the right to amend and/or supplement the Report, as may be necessary or appropriate.

The Debtors and their agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein and will not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While good faith efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein or to notify any third party should the information be updated, modified, revised, or re-categorized, except as required by applicable law.

Nothing contained in this Report shall constitute a waiver or admission by the Debtors in any respect nor shall this Report or any information set forth herein waive or release any of the Debtors' rights or admission with respect to the chapter 11 cases, or their estates, including with respect to, among other things, matters involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of chapter 3 of the Bankruptcy Code and/or causes of action under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable laws to recover assets or avoid transfers. The Debtors are reviewing their assets and liabilities on an ongoing basis, including, without limitation, with respect to intercompany claims and obligations, and nothing contained in this Report shall constitute a waiver of any of the Debtors' or their subsidiaries' rights with respect to such assets, liabilities, claims, and obligations that may exist.

No Third Party Reliance

In no event will the Debtors or their agents, attorneys, and/or financial advisors be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, in connection with any of the information contained or omitted in this Report.

The Report should not be relied upon by any person for information relating to current or future financial conditions, events, or performance of any of the Debtors.

The following notes, statements, and limitations should be referred to, and referenced in connection with, any review of the Report.

Other Notes

General Notes

- Basis of Presentation: The Debtors are filing this Report solely for the purposes of complying with the monthly operating reporting requirements applicable in the Debtors' chapter 11 cases. Information contained in the financial statements has been derived from the Debtors' books and records and historical financial statements. The financial statements have not, however, been subject to procedures that would typically be applied to financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"), International Financial Reporting Standards ("IFRS"), or Singapore Financial Reporting Standards ("SFRS") and are not intended to reconcile fully with any financial statements of each Debtor prepared under GAAP, IFRS, or SFRS. Therefore, combining the assets and liabilities set forth in the financial statements would result in amounts that are substantially different from financial information that would be prepared on a consolidated basis under GAAP, IFRS, or SFRS.
- The financial statements and their figures are presented on a preliminary, and unaudited, basis and may be subject to material changes as a result of varying matters, including, but not limited to, any potential audit adjustments, annual procedures and analysis, changes in estimates, netting, and events subsequent to the balance sheet date.
- The preparation of the financial statements required the Debtors to make commercially reasonable estimates and assumptions with respect to the reported amounts of certain assets and liabilities, the disclosure of certain contingent assets and liabilities, and the reported amounts of revenues and expenses during the applicable reporting periods. The Debtors reserve their rights to amend the reported amount of assets, liabilities, revenues, and expenses to reflect changes in those estimates or assumptions.
- Net Book Value: In certain instances, current market valuations for certain assets are neither maintained by, nor readily available to, the Debtors. Accordingly, unless otherwise indicated, the Debtors' financial statements reflect net book values. Market values may vary, sometimes materially, from net book values. The Debtors believe that it would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain the current market values of their property. Accordingly, the Debtors have indicated in the financial statements that the values of certain assets and liabilities are undetermined or unknown. For this reason, amounts ultimately realized will vary, potentially materially, from net book values.
- Certain other assets, such as investments in subsidiaries, are listed at book values and may differ materially from fair market values.
- On February 10, 2023, the Debtors filed a non-binding Restructuring Term Sheet (the "Term Sheet") (ECF No. 80), which sets forth the general terms and conditions of certain related transactions (the "Transactions") which have been agreed to by an ad hoc group of creditors of Genesis Global Capital, LLC ("GGC", and each creditor of GGC party thereto, a "Consenting GGC Creditor"), the Debtors, Gemini Trust Company, LLC ("Gemini") and Digital Currency Group Inc. ("DCG"). The terms and "Transactions" included in this non-binding term sheet are not reflected in the financial statements included in this Report.

Notes to the Balance Sheet

- Cash and cash equivalents are primarily held at bank accounts held in United States (except for certain accounts at GAP) and include USD held at Bank Deposit (Savings) Accounts.
- Investments in digital currencies at fair value includes digital assets primarily held at a third-party asset custody platform and brokerage accounts.
- Digital currency loans, at fair value includes third party loans outstanding of approx. \$565M and loans made to DCG International Investments Ltd. of approx. \$107M. Of the third party loans, approx. \$585M has been pledged as collateral by third parties and is categorized as liabilities in the balance sheet captions "Digital Currency collateral payable" and "USD collateral payable."
- USD loans receivable, net of allowances includes \$500M in various loans due from DCG.
- Interest receivable and interest payable include accrued interest on loans and accrued interest on borrows. Interest on loans is accrued through end of January; interest on borrows is accrued through the Petition Date.
- Receivable from affiliates includes receivables from DCG and certain of its subsidiaries and receivables from Debtors and non-Debtors, including GGC International Limited, Genesis Global Trading, Inc. and other subsidiaries of Genesis Global Holdco, LLC.
- Digital currencies loans payables includes amounts owed to third parties on borrowings from both GGC and GAP. Amounts are reflected in US Dollars converted as of the Petition Date. The balance sheet of GGC as of 1/31/23 reflects the offset of certain collateral purportedly foreclosed upon by Gemini on 11/16/22 in the amount of \$284 million, which reflects the value of such collateral on 11/16/22 (the Foreclosure Date). The Debtors reserve all rights related to the purported exercise of remedies by counterparties, including Gemini.
- Prepaid Expenses and other assets primarily include cash on exchange.
- Payables to related parties includes amounts owed to various Genesis entities and DCG and its subsidiaries.

In re: Genesis Global Holdco, LLC et al.

Case No. 23-10063 (Jointly Administered)

January 2023 Monthly Operating Report | Global Notes

Notes to the Monthly Operating Report Form

Part 1

- All figures exclude digital currency transfers and balances.

Part 2

- Due to the nature of the Debtors' business, the Debtors do not report Accounts Receivable; for this reason, 2(a) has been reported as \$0.
- Due to the nature of the Debtors' business, the Debtors do not report Accounts Receivable Aging; for this reason, 2(b) has been reported as \$0.
- Total Current Assets includes cash and cash equivalents, investments in digital currencies, and prepaid expenses and other assets.
- Due to the nature of the Debtors' business, the Debtors do not report Accounts Payable Aging, 2(g) has been reported as \$0.
- The Debtors continue to review postpetition expenses and activity. For this reason, the postpetition figures included herein are subject to change and future adjustment.
- Prepetition liabilities reflect liabilities included in Liabilities Subject to Compromise on the Debtors' balance sheets. All other liabilities are reflected as postpetition liabilities.

Part 4

- 4(a) includes Non-Interest Revenue and Net Interest Income.
- Due to the nature of the Debtors' business, the Debtors do not report Cost of Goods Sold. For this reason, 4(b) has been reported as \$0.
- The Debtors do not report Selling, General & Administrative expenses as one line item in their financials statements; accordingly, 4(e) includes Employee Compensation and Benefits, Provision for Loan Losses, and Bad Debt Expense.
- The Debtors do not report Depreciation & Amortization, Interest, Taxes, and Reorganization Items; accordingly, all amounts pertaining to these line items are included in Other Expenses 4(f).
- The Debtors continue to review post-petition expenses and activity. For this reason, any postpetition activity reflected in the figures herein is subject to change and future adjustment.

Part 5

- The Debtors are paying retained bankruptcy professionals in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 101]. The Debtors are paying ordinary course professionals in accordance with the *Order Authorizing the Debtors to Retain and Compensate Certain Professionals Utilized in the Ordinary Course of Business* [Docket No. 102]

Part 6

- Employer payroll taxes during this period relate to amounts that were prefunded prior to the Petition Date but that are recognized over the entirety of the month.

Part 8

- Not Applicable

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: Genesis Global Holdco, LLC et al.

Case No. 23-10063 (Jointly Administered)

January 20-31, 2023 Debtor Cash Flows⁽¹⁾

(\$ in 000s)

	Case Number:			
	23-10063	23-10064	23-10065	
	Genesis Global Holdco, LLC	Genesis Global Capital, LLC	Genesis Asia Pacific Pte. Ltd. (Singapore)	Total Debtors
Beginning Balance	\$ 0	\$ 175,410	\$ 1,487	\$ 176,897
Receipts	-	353	-	353
Disbursements	-	-	(0)	(0)
Intercompany Activity	-	-	-	-
Ending Cash Balance	\$ 0	\$ 175,763	\$ 1,487	\$ 177,250
Float / Foreign Exchange	-	0	(0)	-
Ending Book Balance	\$ 0	\$ 175,764	\$ 1,486	\$ 177,250

Notes

(1) The Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code on January 19, 2023; the figures herein include financial activity from January 20, 2023 through January 31, 2023

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: Genesis Global Holdco, LLC et al.
Case No. 23-10063 (Jointly Administered)
 January 2023 Debtor Income Statements⁽¹⁾

(\$ in 000s)

	Case Number:			
	23-10063	23-10064	23-10065	
	Genesis Global Holdco, LLC	Genesis Global Capital, LLC	Genesis Asia Pacific Pte. Ltd. (Singapore)	Total Debtors
Revenue				
Non-Interest Revenue				
Realized and Unrealized Gain / Loss	\$ -	\$ 109,057	\$ 8,360	\$ 117,416
Other revenue	-	-	-	-
Total Non-Interest Revenue	\$ -	\$ 109,057	\$ 8,360	\$ 117,416
Interest Income				
Interest income ⁽²⁾⁽³⁾	355	9,963	-	10,317
Interest expense	-	-	-	-
Total Interest Income	\$ 355	\$ 9,963	\$ -	\$ 10,317
Total Net Revenue	\$ 355	\$ 119,020	\$ 8,360	\$ 127,734
Non-Interest Expenses				
Employee compensation and benefits	-	293	92	385
Provision for loan losses	-	(384)	-	(384)
Bad Debt Expense	-	-	-	-
Other expenses	57	2,462	414	2,933
Total Non-Interest Expenses	\$ 57	\$ 2,371	\$ 506	\$ 2,934
Net Income	\$ 298	\$ 116,649	\$ 7,854	\$ 124,800

Notes

(1) The Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code on January 19, 2023; the figures herein include financial activity from January 20, 2023 through January 31, 2023

(2) Genesis Global Holdco, LLC Interest Income relates to interest accrued from a certain third party

(3) Genesis Global Capital, LLC Interest Income primarily relates to Late Fees (\$6.3M) and interest accrued from Digital Currency Group

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: Genesis Global Holdco, LLC et al.
Case No. 23-10063 (Jointly Administered)
January 2023 Debtor Balance Sheets⁽¹⁾

(\$ in 000s)

	Case Number:		23-10063	23-10064	23-10065			
			Genesis Global Holdco, LLC	Genesis Global Capital, LLC	Genesis Asia Pacific Pte. Ltd. (Singapore)	Total Debtors		
Assets								
Cash and cash equivalents	\$	0	\$	175,764	\$	1,486	\$	177,250
Investments in digital currencies at fair value		-		995,612		244		995,856
Digital currency loans, at fair value		-		677,939		-		677,939
USD loans receivable, net of allowance for loan losses ⁽²⁾		105,880		506,017		-		611,897
Digital currency collateral receivable		-		233,211		158,146		391,357
Derivative assets		-		-		-		-
Interest receivable, at fair value ⁽²⁾		8,851		17,470		-		26,321
USD collateral receivable		-		-		-		-
Fixed assets, net		117		125		16		258
Receivable from affiliates ⁽³⁾⁽⁴⁾		-		1,741,627		125,239		1,866,866
Prepaid expenses and other assets		561		3,994		1,317		5,873
Investment in subsidiary		186,691		-		-		186,691
Total Assets	\$	302,100	\$	4,351,757	\$	286,449	\$	4,940,305
Liabilities								
Digital Currency loans payable, at fair value		-		2,920,786		169,078		3,089,864
Digital Currency collateral payable		-		533,234		-		533,234
USD loans payable		-		570,179		7,198		577,377
USD collateral payable		-		59,385		0		59,385
Derivative liabilities		-		-		-		-
Interest payable		-		61,981		3,246		65,227
Accounts payable and accrued expenses ⁽⁵⁾⁽⁶⁾		-		2,247		2,310		4,558
Payables to related parties ⁽⁷⁾		116,692		15,768		146,149		278,609
Total Liabilities	\$	116,692	\$	4,163,581	\$	327,981	\$	4,608,254
Total Members' Equity	\$	185,408	\$	188,176	\$	(41,533)	\$	332,051
Total Liabilities and Members' Equity	\$	302,100	\$	4,351,757	\$	286,449	\$	4,940,305
Memo: Liabilities Subject to Compromise	\$	116,652	\$	4,163,092	\$	327,682	\$	4,607,426

Notes:

(1) This Balance Sheet does not reflect the non-binding agreement in principle embodied in the Term Sheet with respect to certain collateral that Gemini purportedly foreclosed upon on 11/16/22. Should the settlement in the Term Sheet be incorporated in this Balance Sheet, "Digital Currency loans payable, at fair value" would be reduced by approximately \$70M (\$345M collateral value as of 1/19/23 less \$284M collateral value as of 11/16/22).

(2) "USD loans receivable, net of allowance for loan losses" of \$105.9M and "Interest receivable, at fair value" of \$8.9M at Genesis Global Holdco, LLC relate to loans made to Cash Cloud, Inc. (dba Coin Cloud), which filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code on February 7, 2023. These amounts have not been reviewed or evaluated for any potential impairment and the recovery value may be materially different than what is reported on this Balance Sheet.

(3) The figure for Genesis Global Capital, LLC includes at par a \$1.1B promissory note due on June 30, 2032 from DCG to GGC. This amount has not been reviewed or evaluated for any potential impairment and the recovery value may be materially different than what is reported on this Balance Sheet herein.

(4) Genesis Asia Pacific Pte. Ltd.'s figures also include certain intercompany receivables. The receivable from Digital Currency Group, Inc. includes approximately \$100 million in tokens pledged by Three Arrows Capital, Ltd. ("TAC") to secure GAP's loan pursuant to that certain Pledge Agreement dated January 27, 2022 by and between GAP and TAC, which tokens were assigned to DCG on July 14, 2022. This receivable is subject to dispute and therefore future recoveries suggested by this Balance Sheet are subject to change.

(5) Genesis Global Capital, LLC's figures include approximately \$1.6M in pre-petition liabilities that are still under review

(6) Genesis Asia Pacific Pte. Ltd.'s figures include \$1.1M of pre-petition liabilities related to the accounting for leases under certain accounting standards

(7) Genesis Global Capital, LLC includes approximately \$1M of pre-petition intercompany activity related to Genesis Global Trading, Inc.; these amounts have not been settled